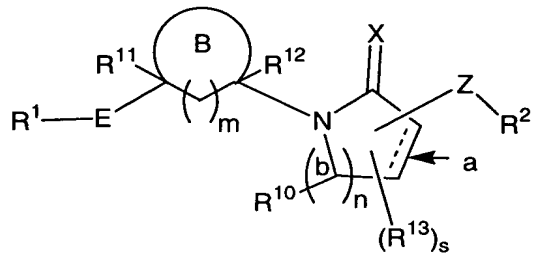
Claims:

1. A compound of formula (I):



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

ring B is a cycloalkyl group of 3 to 8 carbon atoms wherein the cycloalkyl group is saturated or partially unsaturated; or a heterocycle of 3 to 7 atoms wherein the heterocycle is saturated or partially unsaturated, the heterocycle containing a heteroatom selected from -O-, -S-, -S(=O)-, $-S(=O)_2-$, and $-N(R^4)-$, the heterocycle optionally containing a -C(O)-; ring B being substituted with 0-2 R^5;

X is selected from O or S;

Z is selected from a bond, $-NR^8C(O)-$, $-NR^8C(S)-$, $-NR^8C(O)NH-$, $-NR^8C(S)NH-$, $-NR^8SO_2-$, $-NR^8SO_2NH-$, $-C(O)NR^8-$, $-OC(O)NR^8-$, $-NR^8C(O)O-$, $-(CR^{15}R^{15})_1-$, $-CR^{14}=CR^{14}-$, $-CR^{15}R^{15}C(O)-$, $-C(O)CR^{15}R^{15}-$, $CR^{15}R^{15}C(=N-OR^{16})-$, $-O-CR^{14}R^{14}-$, $-CR^{14}R^{14}-O-$, -O-, $-NR^9-$, $-NR^9-CR^{14}R^{14}-$, $-CR^{14}R^{14}-NR^9-$, $-S(O)_p-$, $-S(O)_p-CR^{14}R^{14}-$, $-CR^{14}R^{14}-S(O)_p-$, and $-S(O)_p-NR^9-$;

wherein neither Z nor R^{13} are connected to a carbon atom labeled (b);

bond (a) is a single or double bond;

alternatively, when n is equal to 2, two atoms labeled (b) may join through a double bond;

E is selected from $-S(O)_pCHR^e-$, $-CHR^eNR^e-$, $-C(O)-NR^e-$, $-NR^eC(O)NR^e-$, $-SO_2-NR^e-$, and $-NR^eSO_2NR^e-$;

R^e is independently selected from H and C_{1-3} alkyl;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^6 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^6;

R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^7 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^7;

R^4 is selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $(CRR)_tOH$, $(CRR)_tSH$, $(CRR)_tOR^{4d}$, $(CHR)_tSR^{4d}$, $(CRR)_tNR^{4a}R^{4a}$, $(CRR)_qC(O)OH$, $(CRR)_rC(O)R^{4b}$, $(CRR)_rC(O)NR^{4a}R^{4a}$, $(CRR)_tOC(O)NR^{4a}R^{4a}$, $(CRR)_tNR^{4a}C(O)OR^{4d}$, $(CRR)_tNR^{4a}C(O)R^{4b}$, $(CRR)_rC(O)OR^{4d}$, $(CRR)_tOC(O)R^{4b}$, $(CRR)_rS(O)_pR^{4b}$, $(CRR)_rS(O)_2NR^{4a}R^{4a}$, $(CRR)_tNR^{4a}S(O)_2R^{4b}$, C_{1-6} haloalkyl, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4e}, and a $(CHR)_r$-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{4c}, C_{2-6} alkyl substituted with 0-3 R^{4e}, C_{3-8} alkenyl substituted with 0-3 R^{4e}, C_{3-8} alkynyl substituted with 0-3 R^{4e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-4 R^{4e}, and a $(CHR)_r$-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-3 R^{4e}, C_{3-8} alkenyl substituted with 0-3 R^{4e}, C_{3-8} alkynyl substituted with 0-3 R^{4e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{4e}, and a $(CHR)_r$-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4c} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$, $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{4e}, C_{3-8} alkenyl substituted with 0-3 R^{4e}, C_{3-8} alkynyl substituted with 0-3 R^{4e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, $-C(O)R^{4i}$, $-C(O)OR^{4j}$, $-C(O)NR^{4h}R^{4h}$, $-OC(O)NR^{4h}R^{4h}$, $-NR^{4h}C(O)NR^{4h}R^{4h}$, $-NR^{4h}C(O)OR^{4j}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{4h}, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a $(CH_2)_r$-C_{3-10} carbocyclic;

R^{4i}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue;

R^{4j}, at each occurrence, is selected from CF_3, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a C_{3-10} carbocyclic residue;

R^5, at each occurrence, is independently selected from H, =O, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{5d}$, $(CRR)_rSR^{5d}$, $(CRR)_rNR^{5a}R^{5a}$, $(CRR)_rN(\rightarrow O)R^{5a}R^{5a}$, N_3, $(CRR)_rC(O)OH$, $(CRR)_rC(O)R^{5b}$, $(CRR)_rC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)R^{5b}$, $(CRR)_rOC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)OR^{5d}$, $(CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)H$, $(CRR)_rC(O)OR^{5d}$, $(CRR)_rOC(O)R^{5b}$, $(CRR)_rS(O)_pR^{5b}$, $(CRR)_rS(O)_2NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}S(O)_2R^{5b}$, $(CRR)_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, C_{1-6} haloalkyl, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{5c}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e},

a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-3 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{5f}R^{5f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{5b}$, $(CH_2)_rC(O)NR^{5f}R^{5f}$, $(CH_2)rOC(O)NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}C(O)R^{5b}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rNR^{5f}C(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{5b}$, $(CH_2)_rC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_pR^{5b}$, $(CH_2)_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_2NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}S(O)_2R^{5b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{5e};

R^{5d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I,

CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, -CN, and $(CH_2)_r$phenyl;

R, at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{5e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{6d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{6d}$, $(CR'R')_rSC(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{6b}$, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rC(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)O(CR'R')_rR^{6d}$, $(CR'R')_rOC(O)(CR'R')_rR^{6b}$, $(CR'R')_rOC(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6f}C(O)O(CR'R')_rR^{6b}$, $(CR'R')_rC(=NR^{6f})NR^{6a}R^{6a}$, $(CR'R')_rNHC(=NR^{6f})NR^{6f}R^{6f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2(CR'R')_rR^{6b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R')_r$phenyl substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic

system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a}, at each occurrence, is selected from H, methyl substituted with 0-1 R^{6g}, C_{2-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6b}, at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{2-4} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F,

Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{6g} is independently selected from $-C(O)R^{6b}$, $-C(O)OR^{6d}$, $-C(O)NR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^7, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{7a}R^{7a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{7d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{7d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)O(CR'R')_rR^{7d}$, $(CR'R')_rOC(O)(CR'R')_rR^{7b}$, $(CR'R')_rOC(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7f}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rC(=NR^{7f})NR^{7a}R^{7a}$, $(CR'R')_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{7b}$, $(CR'R')_rS(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}S(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}S(O)_2(CR'R')_rR^{7b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R')_r$ C_{3-10} carbocyclic residue and $(CR'R')_r$phenyl substituted with 0-3 R^{7e};

alternatively, two R^7 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{7a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{7g}, C_{2-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted

with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, methyl, CF_3, C_{2-4} haloalkyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $C(O)OC_{1-5}$ alkyl, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{7g} is independently selected from $-C(O)R^{7b}$, $-C(O)OR^{7d}$, $-C(O)NR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{6e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{6e};

R^8 is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

R^9 is selected from H, C_{1-4} alkyl, C_{3-4} cycloalkyl, -C(O)H, and -C(O)-C_{1-4}alkyl;

R^{10} is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{10b}, alternatively, two R^{10} form =O;

R^{10b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{10c}R^{10c}$, $-C(O)NR^{10c}R^{10c}$, and $-NHC(O)R^{10c}$;

R^{10c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{11} is selected from H, C_{1-4} alkyl, $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{11d}$, $(CHR)_qS(O)_pR^{11d}$, $(CHR)_rC(O)R^{11b}$, $(CHR)_rNR^{11a}R^{11a}$, $(CHR)_rC(O)NR^{11a}R^{11a}$, $(CHR)_rC(O)NR^{11a}OR^{11d}$, $(CHR)_qNR^{11a}C(O)R^{11b}$, $(CHR)_qNR^{11a}C(O)OR^{11d}$, $(CHR)_qOC(O)NR^{11a}R^{11a}$, $(CHR)_rC(O)OR^{11d}$, a $(CHR)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CHR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, C_{1-4} alkyl, C_{3-4} alkenyl, C_{3-4} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue

substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-4} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-6} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-4} alkyl, $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{12d}$, $(CHR)_qS(O)_pR^{12d}$, $(CHR)_rC(O)R^{12b}$, $(CHR)_rNR^{12a}R^{12a}$, $(CHR)_rC(O)NR^{12a}R^{12a}$, $(CHR)_rC(O)NR^{12a}OR^{12d}$, $(CHR)_qNR^{12a}C(O)R^{12b}$,

$(CHR)_qNR^{12a}C(O)OR^{12d}$, $(CHR)_qOC(O)NR^{12a}R^{12a}$, $(CHR)_rC(O)OR^{12d}$, a $(CHR)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CHR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, C_{1-4} alkyl, C_{3-4} alkenyl, C_{3-4} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-4} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-6} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$

alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{13}, at each occurrence, is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{13b}, -OH, $-NH_2$, F, Cl, Br, I, $-OR^{13a}$, $-N(R^{13a})_2$,and C_{1-4} alkyl substituted with 0-3 R^{13b};

R^{13a} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{13b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{13c}R^{13c}$, $-C(O)NR^{13c}R^{13c}$, and $-NHC(O)R^{13c}$;

R^{13c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{14}, at each occurrence, is independently selected from H and C_{1-4}alkyl;

alternatively, two R^{14}s, along with the carbon atom to which they are attached, join to form a C_{3-6} carbocyclic ring;

R^{15}, at each occurrence, is independently selected from H, C_{1-4}alkyl, OH, NH_2, $-O-C_{1-4}$ alkyl, $NR^{15a}R^{15a}$, $C(O)NR^{15a}R^{15a}$, $NR^{15a}C(O)R^{15b}$, $NR^{15a}C(O)OR^{15d}$, $OC(O)NR^{15a}R^{15a}$, and $(CHR)_rC(O)OR^{15d}$;

alternatively, two R^{15}s, along with the carbon atom or atoms to which they are attached, join to form a C_{3-6} carbocyclic ring;

R^{15a}, at each occurrence, is independently seleced from H, and C_{1-4} alkyl;

R^{15b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{3-6} alkenyl, and C_{3-6} alkynyl;

R^{15d}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{3-6} alkenyl, and C_{3-6} alkynyl;

R^{16} is selected from C_{1-4} alkyl;

l is selected from 1, 2 and 3;

n is selected from 0, 1, 2, and 3;

m is selected from 0 and 1;

p, at each occurrence, is independently selected from 0, 1, and 2;

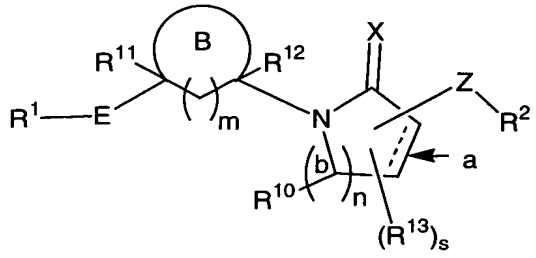
q, at each occurrence, is independently selected from 1, 2, 3, and 4;

r, at each occurrence, is independently selected from 0, 1, 2, 3, and 4;

t, at each occurrence, is independently selected from 2, 3, and 4;

s is selected from 0 and 1.

2. A compound of claim 1, wherein the compound is of formula (I):



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

ring B is a cycloalkyl group of 3 to 8 carbon atoms wherein the cycloalkyl group is saturated or partially unsaturated; or a heterocycle of 3 to 7 atoms wherein the heterocycle is saturated or partially unsaturated, the heterocycle containing a heteroatom selected from -O-, -S-, -S(=O)-, $-S(=O)_2-$, and $-N(R^4)-$, the heterocycle optionally containing a -C(O)-; ring B being substituted with 0-2 R^5;

X is selected from O or S;

Z is selected from a bond, $-NR^8C(O)-$, $-NR^8C(S)-$, $-NR^8C(O)NH-$, $-NR^8C(S)NH-$, $-NR^8SO_2-$, $-NR^8SO_2NH-$, $-C(O)NR^8-$, $-OC(O)NR^8-$, $-NR^8C(O)O-$, $-(CR^{15}R^{15})_1-$, $-CR^{14}=CR^{14}-$, $-CR^{15}R^{15}C(O)-$, $-C(O)CR^{15}R^{15}-$, $CR^{15}R^{15}C(=N-OR^{16})-$, $-O-CR^{14}R^{14}-$, $-CR^{14}R^{14}-O-$, -O-, $-NR^9-$, $-NR^9-CR^{14}R^{14}-$, $-CR^{14}R^{14}-NR^9-$, $-S(O)_p-$, $-S(O)_p-CR^{14}R^{14}-$, $-CR^{14}R^{14}-S(O)_p-$, and $-S(O)_p-NR^9-$;

wherein neither Z nor R^{13} are connected to a carbon atom labeled (b);

bond (a) is a single or double bond;

alternatively, when n is equal to 2, two atoms labeled (b) may join through a double bond;

E is selected from $-S(O)_pCHR^e-$, $-CHR^eNR^e-$, $-C(O)-NR^e-$, $-NR^eC(O)NR^e-$, $-SO_2-NR^e-$, and $-NR^eSO_2NR^e-$;

R^e is independently selected from H and C_{1-3} alkyl;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^6 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^6;

R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^7 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^7;

R^4 is selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $(CRR)_tOH$, $(CRR)_tSH$, $(CRR)_tOR^{4d}$, $(CHR)_tSR^{4d}$, $(CRR)_tNR^{4a}R^{4a}$, $(CRR)_qC(O)OH$, $(CRR)_rC(O)R^{4b}$, $(CRR)_rC(O)NR^{4a}R^{4a}$, $(CRR)_tOC(O)NR^{4a}R^{4a}$, $(CRR)_tNR^{4a}C(O)OR^{4d}$, $(CRR)_tNR^{4a}C(O)R^{4b}$, $(CRR)_rC(O)OR^{4d}$, $(CRR)_tOC(O)R^{4b}$, $(CRR)_rS(O)_pR^{4b}$, $(CRR)_rS(O)_2NR^{4a}R^{4a}$, $(CRR)_tNR^{4a}S(O)_2R^{4b}$, C_{1-6} haloalkyl, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4e}, and a $(CHR)_r$-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{4c}, C_{2-6} alkyl substituted with 0-3 R^{4e}, C_{3-8} alkenyl substituted with 0-3 R^{4e}, C_{3-8} alkynyl substituted with 0-3 R^{4e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-4 R^{4e}, and a $(CHR)_r$-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-3 R^{4e}, C_{3-8} alkenyl substituted with 0-3 R^{4e}, C_{3-8} alkynyl substituted with 0-3 R^{4e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{4e}, and a $(CHR)_r$-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4c} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$, $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$phenyl;

R^{4d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{4e}, C_{3-8} alkenyl substituted with 0-3 R^{4e}, C_{3-8} alkynyl substituted with 0-3 R^{4e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, $-C(O)R^{4i}$, $-C(O)OR^{4j}$, $-C(O)NR^{4h}R^{4h}$, $-OC(O)NR^{4h}R^{4h}$, $-NR^{4h}C(O)NR^{4h}R^{4h}$, $-NR^{4h}C(O)OR^{4j}$, and $(CH_2)_r$phenyl;

R^{4f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{4h}, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a $(CH_2)_r$-C_{3-10} carbocyclic;

R^{4i}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue;

R^{4j}, at each occurrence, is selected from CF_3, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a C_{3-10} carbocyclic residue;

R^5, at each occurrence, is independently selected from H, =O, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{5d}$, $(CRR)_rSR^{5d}$, $(CRR)_rNR^{5a}R^{5a}$, $(CRR)_rC(O)OH$, $(CRR)_rC(O)R^{5b}$, $(CRR)_rC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)R^{5b}$, $(CRR)_rOC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)OR^{5d}$, $(CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)H$, $(CRR)_rC(O)OR^{5d}$, $(CRR)_rOC(O)R^{5b}$, $(CRR)_rS(O)_pR^{5b}$, $(CRR)_rS(O)_2NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}S(O)_2R^{5b}$, $(CRR)_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, C_{1-6} haloalkyl, a $(CRR)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{5c}, and a $(CRR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with

0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-3 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{5f}R^{5f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{5b}$, $(CH_2)_rC(O)NR^{5f}R^{5f}$, $(CH_2)rOC(O)NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}C(O)R^{5b}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rNR^{5f}C(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{5b}$, $(CH_2)_rC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_pR^{5b}$, $(CH_2)_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_2NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}S(O)_2R^{5b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{5e};

R^{5d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I,

CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R, at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{5e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{6d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{6d}$, $(CR'R')_rSC(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{6b}$, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rC(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)O(CR'R')_rR^{6d}$, $(CR'R')_rOC(O)(CR'R')_rR^{6b}$, $(CR'R')_rOC(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6f}C(O)O(CR'R')_rR^{6b}$, $(CR'R')_rC(=NR^{6f})NR^{6a}R^{6a}$, $(CR'R')_rNHC(=NR^{6f})NR^{6f}R^{6f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2(CR'R')_rR^{6b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R')_r$phenyl substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic

system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a}, at each occurrence, is selected from H, methyl substituted with 0-1 R^{6g}, C_{2-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6b}, at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{2-4} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F,

Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{6g} is independently selected from $-C(O)R^{6b}$, $-C(O)OR^{6d}$, $-C(O)NR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^7, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{7a}R^{7a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{7d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{7d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)O(CR'R')_rR^{7d}$, $(CR'R')_rOC(O)(CR'R')_rR^{7b}$, $(CR'R')_rOC(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7f}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rC(=NR^{7f})NR^{7a}R^{7a}$, $(CR'R')_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{7b}$, $(CR'R')_rS(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}S(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}S(O)_2(CR'R')_rR^{7b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CR'R')_r$phenyl substituted with 0-3 R^{7e};

alternatively, two R^7 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{7a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{7g}, C_{2-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted

with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, methyl, CF_3, C_{2-4} haloalkyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $C(O)OC_{1-5}$ alkyl, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{7g} is independently selected from $-C(O)R^{7b}$, $-C(O)OR^{7d}$, $-C(O)NR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{6e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{6e};

R^8 is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

R^9 is selected from H, C_{1-4} alkyl, C_{3-4} cycloalkyl, -C(O)H, and -C(O)-C_{1-4}alkyl;

R^{10} is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{10b};

R^{10b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{10c}R^{10c}$, $-C(O)NR^{10c}R^{10c}$, and $-NHC(O)R^{10c}$;

R^{10c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{11} is selected from H, C_{1-4} alkyl, $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{11d}$, $(CHR)_qS(O)_pR^{11d}$, $(CHR)_rC(O)R^{11b}$, $(CHR)_rNR^{11a}R^{11a}$, $(CHR)_rC(O)NR^{11a}R^{11a}$, $(CHR)_rC(O)NR^{11a}OR^{11d}$, $(CHR)_qNR^{11a}C(O)R^{11b}$, $(CHR)_qNR^{11a}C(O)OR^{11d}$, $(CHR)_qOC(O)NR^{11a}R^{11a}$, $(CHR)_rC(O)OR^{11d}$, a $(CHR)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CHR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, C_{1-4} alkyl, C_{3-4} alkenyl, C_{3-4} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-6 membered

heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-4} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-6} carbocyclic residue substituted with 0-3 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{12} is selected from H, C_{1-4} alkyl, $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{12d}$, $(CHR)_qS(O)_pR^{12d}$, $(CHR)_rC(O)R^{12b}$, $(CHR)_rNR^{12a}R^{12a}$, $(CHR)_rC(O)NR^{12a}R^{12a}$, $(CHR)_rC(O)NR^{12a}OR^{12d}$, $(CHR)_qNR^{12a}C(O)R^{12b}$, $(CHR)_qNR^{12a}C(O)OR^{12d}$, $(CHR)_qOC(O)NR^{12a}R^{12a}$,

$(CHR)_rC(O)OR^{12d}$, a $(CHR)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CHR)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, C_{1-4} alkyl, C_{3-4} alkenyl, C_{3-4} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-4} alkyl, C_{3-6} alkenyl, C_{3-6} alkynyl, a C_{3-6} carbocyclic residue substituted with 0-3 R^{12e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$phenyl;

R^{12f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{13}, at each occurrence, is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{13b}, -OH, $-NH_2$, F, Cl, Br, I, $-OR^{13a}$, $-N(R^{13a})_2$,and C_{1-4} alkyl substituted with 0-3 R^{13b};

R^{13a} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{13b}, at each occurrence, is independently selected from -OH, -SH, $-NR^{13c}R^{13c}$, $-C(O)NR^{13c}R^{13c}$, and $-NHC(O)R^{13c}$;

R^{13c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{14}, at each occurrence, is independently selected from H and C_{1-4}alkyl;

alternatively, two R^{14}s, along with the carbon atom to which they are attached, join to form a C_{3-6} carbocyclic ring;

R^{15}, at each occurrence, is independently selected from H, C_{1-4}alkyl, OH, NH_2, $-O-C_{1-4}$ alkyl, $NR^{15a}R^{15a}$, $C(O)NR^{15a}R^{15a}$, $NR^{15a}C(O)R^{15b}$, $NR^{15a}C(O)OR^{15d}$, $OC(O)NR^{15a}R^{15a}$, and $(CHR)_rC(O)OR^{15d}$;

alternatively, two R^{15}s, along with the carbon atom or atoms to which they are attached, join to form a C_{3-6} carbocyclic ring;

R^{15a}, at each occurrence, is independently selected from H, and C_{1-4} alkyl;

R^{15b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{3-6} alkenyl, and C_{3-6} alkynyl;

R^{15d}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{3-6} alkenyl, and C_{3-6} alkynyl;

R^{16} is selected from C_{1-4} alkyl;

l is selected from 1, 2 and 3;

n is selected from 0, 1, 2, and 3;

m is selected from 0 and 1;

p, at each occurrence, is independently selected from 0, 1, and 2;

q, at each occurrence, is independently selected from 1, 2, 3, and 4;

r, at each occurrence, is independently selected from 0, 1, 2, 3, and 4;

t, at each occurrence, is independently selected from 2, 3, and 4;

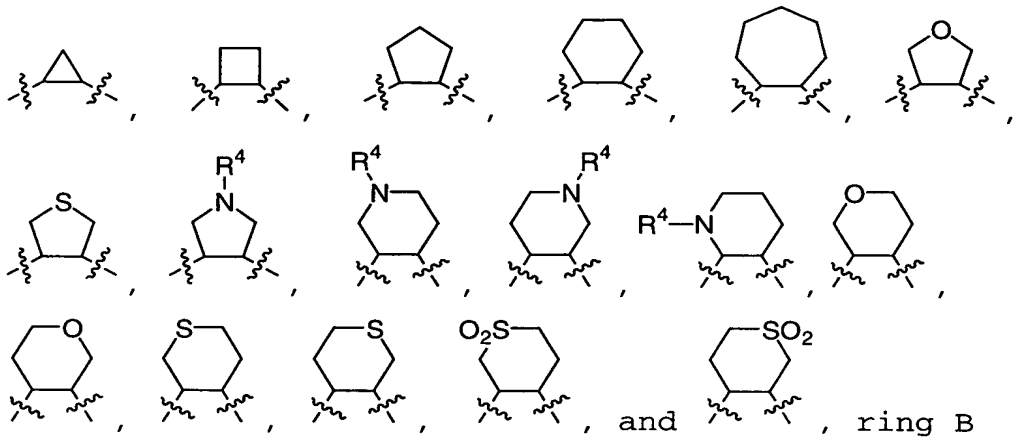
s is selected from 0 and 1.

3. The compound of claim 2, wherein

m is 0.

4. The compound of claim 3, wherein:

ring B is selected from



being optionally substituted with 0-1 R^5; and

R^{11} and R^{12} are H.

5. The compounds of claim 4, wherein:

R^5, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{5d}$, $(CRR)_rSR^{5d}$, $(CRR)_rNR^{5a}R^{5a}$, $(CRR)_rC(O)OH$, $(CRR)_rC(O)R^{5b}$, $(CRR)_rC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)R^{5b}$, $(CRR)_rNR^{5a}C(O)OR^{5d}$, $(CRR)_rOC(O)NR^{5a}R^{5a}$, $(CHR)_rNR^{5a}C(O)NR^{5a}R^{5a}$, $CRR(CRR)_rNR^{5a}C(O)H$, $(CRR)_rC(O)OR^{5b}$, $(CRR)_rOC(O)R^{5b}$, $(CRR)_rS(O)_pR^{5b}$, $(CRR)_rS(O)_2NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}S(O)_2R^{5b}$, and C_{1-6} haloalkyl;

R^{5a}, at each occurrence, is independently selected from H, methyl, C_{1-6} alkyl substituted with 0-2 R^{5e} wherein the alkyl is selected from ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, C_3 alkenyl substituted with 0-1 R^{5e}, wherein the alkenyl is selected from allyl, C_3 alkynyl substituted with 0-1 R^{5e} wherein

the alkynyl is selected from propynyl, and a $(CH_2)_r$-C_{3-4} carbocyclic residue substituted with 0-5 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl;

R^{5b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{5e}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, a $(CH_2)_r$-C_{3-4} carbocyclic residue substituted with 0-2 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl; and

R^{5d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-2 R^{5e}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e}.

6. The compound of claim 5, wherein:

R^4 is selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $(CRR)_tOH$, $(CRR)_tSH$, $(CRR)_tOR^{4d}$, $(CRR)_tSR^{4d}$, $(CRR)_tNR^{4a}R^{4a}$, $(CRR)_qC(O)OH$, $(CRR)_rC(O)R^{4b}$, $(CRR)_rC(O)NR^{4a}R^{4a}$, $(CRR)_tNR^{4a}C(O)R^{4b}$, $(CRR)_tOC(O)NR^{4a}R^{4a}$, $(CRR)_tNR^{4a}C(O)OR^{4d}$, $(CRR)_tNR^{4a}C(O)R^{4b}$, $(CRR)_rC(O)OR^{4b}$, $(CRR)_tOC(O)R^{4b}$, $(CRR)_rS(O)_pR^{4b}$, $(CRR)_rS(O)_2NR^{4a}R^{4a}$, $(CRR)_rNR^{4a}S(O)_2R^{4b}$;

R, at each occurrence, is independently selected from H, methyl, ethyl, propyl, allyl, propynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{6e};

R^5, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, $(CH_2)_rOH$, $(CH_2)_rOR^{5d}$, $(CH_2)_rNR^{5a}R^{5a}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{5b}$, $(CH_2)_rC(O)NR^{5a}R^{5a}$, $(CH_2)_rNR^{5a}C(O)R^{5b}$, $(CH_2)_rOC(O)NR^{5a}R^{5a}$, $(CH_2)_rNR^{5a}C(O)OR^{5d}$, $(CH_2)_rNR^{5a}C(O)R^{5b}$, $(CH_2)_rC(O)OR^{5b}$, $(CH_2)_rOC(O)R^{5b}$, $(CH_2)_rNR^{5a}S(O)_2R^{5b}$, and C_{1-6} haloalkyl;

R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, cyclopropyl, and cyclobutyl; and

r, at each occurrence, is selected from 0, 1, and 2.

7. The compound of claim 6, wherein:

R^1 is selected from phenyl substituted with 0-2 R^6, naphthyl substituted with 0-2 R^6, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^6 wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benzo[b]thiophene, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl, isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrido[2,3-d]pyrimidinyl, pyrimido[5,4-d]pyrimidinyl, thieno[3,2-d]pyrimidinyl, pyridinyl, pyrimidinyl, pyrrolyl, pyrrolo[2,1-f][1,2,4]triazine, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

R^2 is selected from phenyl substituted with 0-2 R^7, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^7 wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benzo[b]thiophene, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, phthalazinyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrido[2,3-d]pyrimidinyl, thieno[3,2-d]pyrimidinyl, pyridinyl, pyrimidinyl, pyrrolyl, pyrrolo[2,1-f][1,2,4]triazine, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

R^4 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, $(CRR)_qOH$, $(CRR)_tSH$, $(CRR)_tOR^{4d}$, $(CRR)_tSR^{4d}$, $(CRR)_tNR^{4a}R^{4a}$, $(CRR)_qC(O)OH$, $(CRR)_rC(O)R^{4b}$, $(CRR)_rC(O)NR^{4a}R^{4a}$, $(CRR)_tNR^{4a}C(O)R^{4b}$, $(CRR)_tOC(O)NR^{4a}R^{4a}$, $(CRR)_tNR^{4a}C(O)OR^{4d}$, $(CRR)_tNR^{4a}C(O)R^{4b}$, $(CRR)_rC(O)OR^{4b}$, $(CRR)_tOC(O)R^{4b}$, $(CRR)_rS(O)_pR^{4b}$, $(CRR)_rS(O)_2NR^{4a}R^{4a}$, $(CRR)_rNR^{4a}S(O)_2R^{4b}$;

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{4c}, C_{2-6} alkyl substituted with 0-3 R^{4e} wherein C_{2-6} is selected from ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl and hexyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-4 R^{4e} wherein the carbocyclic residue is selected from cyclopropyl, cyclohexyl, and phenyl;

R^{4b} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;

R^{4d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl; and

R^8 is selected from H, methyl, ethyl, propyl, i-propyl, and cyclopropyl.

8. The compound of claim 7, wherein:

R^6, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{6d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{6d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)O(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}R^{6a}$, $(CR'R')_rOC(O)(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_p(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2(CR'R')_rR^{6b}$, $(CR'R')_rNR^{6f}S(O)_2\ NR^{6a}R^{6a}$, C_{1-6} haloalkyl, and $(CR'R')_r$phenyl substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl and phenyl;

R^{6b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^{6d}, at each occurrence, is selected from methyl, CF_3, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^{6e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s- butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{7a}R^{7a}$, $(CR'R')_rOH$, $(CR'R')_rO(CH)_rR^{7d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{7d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)O(CR'R')_rR^{7d}$, $(CR'R')_rOC(O)(CR'R')_rR^{7b}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rS(O)_p(CR'R')_rR^{7b}$, $(CR'R')_rS(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}S(O)_2(CR'R')_rR^{7b}$, C_{1-6} haloalkyl, and $(CR'R')_r$phenyl substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl,, prop-2-enyl, 2-methyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, CH_2cyclopropyl, and benzyl;

R^{7b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl,

hexyl, cyclopropyl, cyclopentyl, CH_2-cyclopentyl, cyclohexyl, CH_2-cyclohexyl, CF_3, pyrrolidinyl, morpholinyl, piperizenyl substituted with 0-1 R^{7e}, and azetidinyl;

R^{7d}, at each occurrence, is selected from methyl, CF_3, CF_2CF_3, CHF_2, CH_2F, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

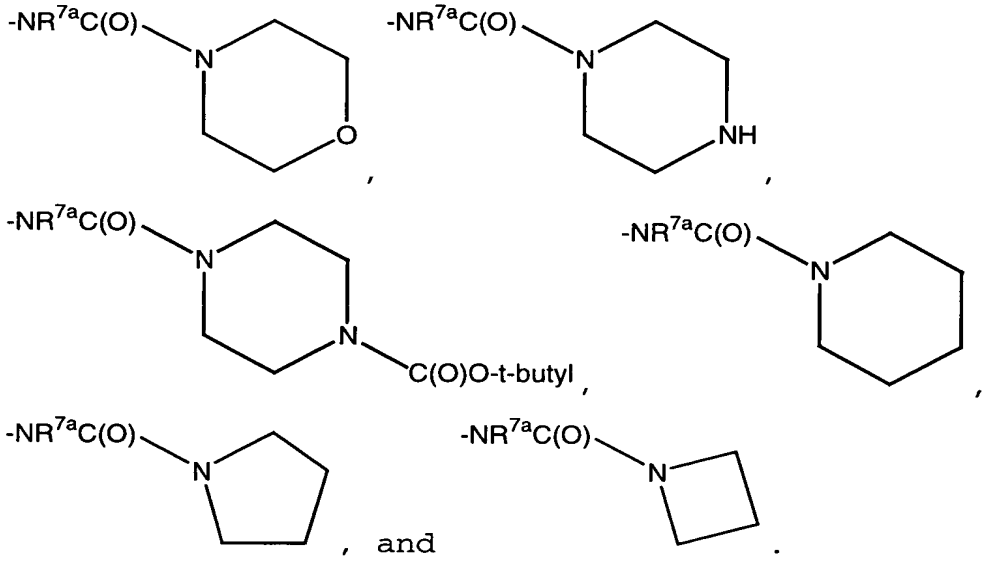
R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $C(O)OC_{1-5}$ alkyl, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl; and

r is 0 or 1.

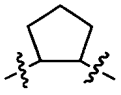
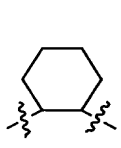
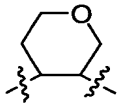
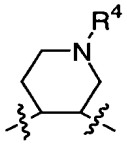
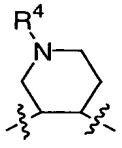
9. The compound of claim 8, wherein:

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN, NO_2, $NR^{7a}R^{7a}$, $NHC(O)NHR^{7a}$, $NR^{7a}C(O)R^{7b}$, $NR^{7a}C(O)OR^{7d}$, CF_3, CF_2CF_3, CHF_2, CH_2F, OCF_3, $C(O)R^{7b}$, $C(O)OR^{7d}$, $NR^{7f}C(O)NR^{7a}R^{7a}$, $NHS(O)_2R^{7b}$,



, and .

10. The compound of claim 9, wherein:

ring B is selected from  ,  ,  , and  ,  ,  , and  , ring B being optionally substituted with 0-1 R^5;

Z is selected from a bond, $-NR^8C(O)-$, $-C(O)NH-$, and $-NHC(O)NH-$;

R^1 is selected from a C_{6-10} aryl group substituted with 0-3 R^6 wherein the aryl group is selected from phenyl and naphthyl, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N and O, substituted with 0-3 R^6 wherein the heteroaryl system is selected from indolyl, pyridinyl, pyrimidinyl, pyrido[2,3-d]pyrimidinyl, thieno[3,2-d]pyrimidinyl, imidazyolyl, and pyrrolyl

R^2 is phenyl substituted with 0-2 R^7;

R^4 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and $(CH_2)_r C(O)R^{4b}$;

R^6 is selected from methyl, ethyl, propyl, i-propyl, butyl, F, Cl, Br, I, NO_2, CN, $O(CH_2)_r R^{6d}$, C(O)H, $C(O)R^{6d}$, C(O)OH, SR^{6d}, $NR^{6a}R^{6a}$, $NC(O)R^{6b}$, $OC(O)R^{6b}$, $S(O)_p R^{6b}$, $(CHR')_r S(O)_2 NR^{6a}R^{6a}$, and CF_3;

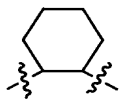
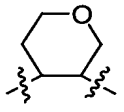
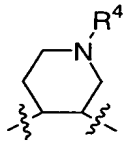
R^{6a} is H, methyl, or ethyl;

R^{6b} is H, methyl, ethyl, propyl, i-propyl or butyl;

R^{6d} is methyl, phenyl, CF_3, and (CH_2)-phenyl; and

r is 0 or 1.

11. The compound of claim 10, wherein:

ring B is selected from  ,  , and  , ring B being substituted with 0-1 R^5;

R^1 is selected from a C_{6-10} aryl group substituted with 0-3 R^6 wherein the aryl group is selected from phenyl, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N and O, substituted with 0-3 R^6 wherein the heteroaryl system is selected from indolyl and pyridinyl;

R^4 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, allyl and $(CH_2)_r C(O)R^{4b}$;

R^5 is selected from H, OH, OCH_3, and $NR^{5a}R^{5a}$;

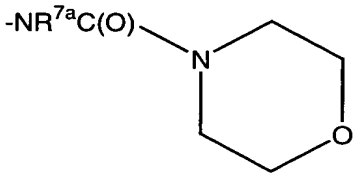
R^{5a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, cyclopropyl, cyclopropylmethyl, acetyl, methysulfonyl, $-C(O)CF_3$, $C(=N)NH_2$, benzyl, and -C(O)O-t-butyl;

R^6 is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, CN, $NR^{6a}R^{6a}$, C(O)H, C(O)OH, $C(O)R^{6b}$, SR^{6d}, $S(O)_pR^{6d}$, $S(O)_2NR^{6a}R^{6a}$, CF_3, and CH_2OH;

R^{6b} is H, methyl, ethyl, propyl, i-propyl or butyl;

R^{6d} is methyl;

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN, NO_2, $NR^{7a}R^{7a}$, $NHC(O)NHR^{7a}$, $NR^{7a}C(O)R^{7b}$, $NR^{7a}C(O)OR^{7d}$, CF_3, CF_2CF_3, CHF_2, CH_2F, OCF_3, OCF_2CF_3, $OCHF_2$, and OCH_2F, $C(O)OR^{7d}$, $C(O)R^{7b}$, $NR^{7f}C(O)NR^{7a}R^{7a}$, $NHS(O)_2R^{7b}$,



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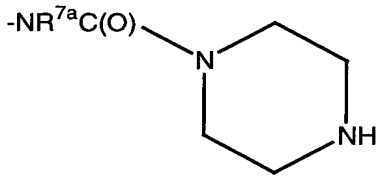

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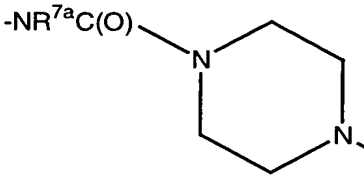

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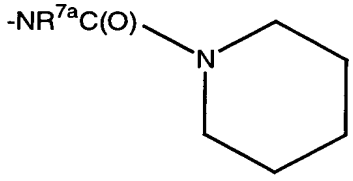

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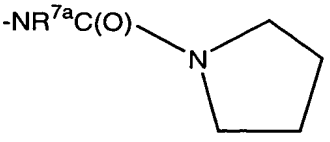
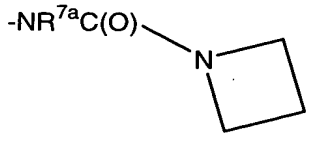


, and



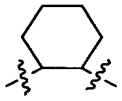
;

R^{7a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

R^{7b} is selected from cyclohexyl and CF_3; and

R^{7d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

12. The compound of claim 11, wherein:

ring B is selected from  , ring B being substituted with 0-1 R^5;

R^1 is selected from a C_{6-10} aryl group substituted with 0-3 R^6 wherein the aryl group is phenyl;

R^6 is selected from methyl, ethyl, propyl, i-propyl, F, Cl, Br, CN, SCH_3, and CF_3;

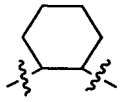
R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, phenyl, adamantyl, benzyl, Cl, Br, I, F, CN, NO_2, $NR^{7a}R^{7a}$, OR^{7d}, $NHC(O)NHR^{7a}$, $NR^{7a}C(O)R^{7b}$, $NR^{7a}C(O)OR^{7d}$, CF_3, CF_2CF_3, CHF_2, CH_2F, OCF_3, OCF_2CF_3, $OCHF_2$, and OCH_2F, $C(O)OR^{7d}$, $C(O)R^{7b}$, and $NR^{7f}C(O)NR^{7a}R^{7a}$;

R^{7a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl.

13. The compound of claim 12, wherein

E is selected from $-CH_2-NH-$, $-C(O)-NH-$ and $-SO_2-CH_2-$.

14. The compound of claim 1, wherein

B is  , ring B being substituted with 0-1 R^5; and

R^5 is selected from H, $N(\rightarrow O)R^{5a}R^{5a}$, N_3, $NR^{5a}C(O)R^{5b}$, $NR^{5a}C(O)H$, $NR^{5a}C(O)OR^{5d}$, $NR^{5a}C(O)NR^{5a}R^{5a}$, and $NR^{5a}R^{5a}$, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e}, wherein the heterocyclic system is selected from pyrrolidinyl, piperidinyl, pyrrolidin-2-one, and isothiazolidine 1,1-dioxide.

15. The compound of claim 12, wherein

Z is selected from a bond, $-NR^8C(O)-$, $-C(O)NH-$, and $-NHC(O)NH-$.

16. The compound of claim 12, wherein

R^6 is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, C(O)H, $C(O)R^{6b}$, SR^{6d}, $S(O)_pR^{6d}$, CF_3, and CH_2OH;

R^{6b} is H, methyl, ethyl, propyl, i-propyl or butyl;

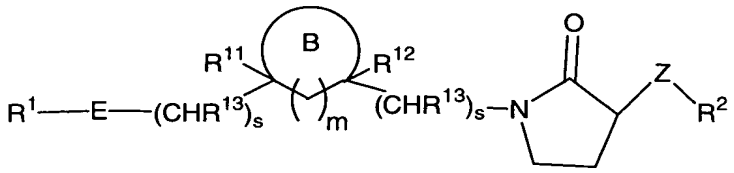
R^{6d} is methyl;

R^7 is selected from Cl, Br, $NR^{7a}R^{7a}$, $NR^{7a}C(O)OR^{7d}$, $NHC(O)NHR^{7a}$, OCF_3, and CF_3;

R^{7a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

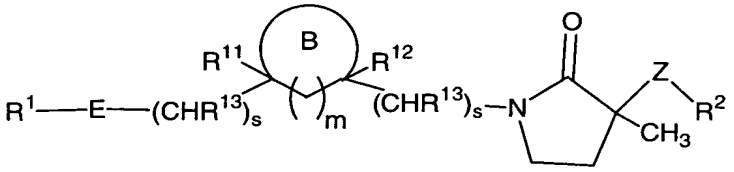
R^{7d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

17. The compound of claim 1, wherein the compound is of formula (Ia) or (Ic)



(Ia)

or



(Ic).

18. The compound of claim 1, wherein the compound is of formula (I) is selected:

2-{(3S)-1-[(1,2-cis)-2-(4-Methylsulfanyl-benzoylamino)-cyclohexyl]-2-oxo-pyrrolidin-3-ylcarbamoyl}-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester;

2-{(3S)-1-[(1,2-cis)2-(4-Methylsulfanyl-benzoylamino)-cyclohexyl]-2-oxo-pyrrolidin-3-ylcarbamoyl}-4-trifluoromethyl-phenyl)-amino;

N-{(3S)-1-[(1S,2R,4R)-(Isopropyl-methyl-amino)-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

N-{(3S)-1-[(1S,2R,4S)-(Isopropyl-methyl-amino)-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

N-{(3S)-1-[(1S,2R,4R)-2-Benzenesulfonylmethyl-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

N-{(3S)-1-[(1S,2R,4S)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

N-{(3S)-1-[(1S,2R,4R)-2-Benzenesulfonylmethyl-4-(isopropyl-ethyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

N-{(3S)-1-[(1S,2R,4S)-2-Benzenesulfonylmethyl-4-(isopropyl-ethyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

N-{(3S)-1-[(1S,2R,4R)-2-Benzenesulfonylmethyl-4-(isopropyl-cyclopropylmethyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

(±) N-{(3S*)-1-[(1S*,2R*,4R*)-4-Azido-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-3-methyl-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

(±) N-{(3S*)-1-[(1S*,2R*,4R*)-4-Amino-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-3-methyl-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

(±) N-{(3S*)-1-[(1S*,2R*,4R*)-4-Isopropylamino-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-3-methyl-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

(±) N-{(3S*)-1-[(1S*,2R*,4R*)-4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-3-methyl-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

(±) N-{(3S*)-1-[(1S*,2R*,4R*)-4-(Isopropyl-prop-2-ynyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-3-methyl-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

(±) N-{(3S*)-1-[(1S*,2R*,4R*)-4-(Cyclopropylmethyl-isopropyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-3-methyl-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

N-{(3S)-1-[4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-

oxo-pyrrolidin-3-yl}-N-methyl-3-trifluoromethyl-benzamide;

N-{(3S)-1-[(1S,2R,4R)-4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

1-{(3S)-1-[(1S,2R,4R)-4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-(3-trifluoromethyl-phenyl)-urea;

N-{(3S)-1-[(1S,2R,4R)-4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzenesulfonamide;

N-{(3S)-1-[(1S,2R,4R)-4-(Isopropyl-methyl-amino)-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-benzamide;

{(3S)-1-[(1S,2R,4R)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-(3-trifluoromethyl-phenyl)-urea;

N-[(3S)-1-((1S,2R,4R)-2-Benzenesulfonylmethyl-4-isopropylamino-cyclohexyl)-2-oxo-pyrrolidin-3-yl]-3-trifluoromethyl-benzamide;

N-{(3S)-1-[(1S,2R,4R)-4-(Allyl-isopropyl-amino)-2-benzenesulfonylmethyl-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

1-((1S,2R)-2-Benzenesulfonylmethyl-4-isopropylamino-cyclohexyl)-2-oxo-pyrrolidine-3-carboxylic acid (3-trifluoromethyl-phenyl)-amide;

1-((1S,2R)-2-Benzenesulfonylmethyl-4-isopropylamino-cyclohexyl)-2-oxo-pyrrolidine-3-carboxylic acid (3-trifluoromethyl-phenyl)-amide;

(2-{(3S)-1-[(1S,2R)-2-(4-Methylsulfanyl-benzylamino)-cyclohexyl]-2-oxo-pyrrolidin-3-ylcarbamoyl}-4-trifluoromethyl-phenyl)-carbamic acid tert-butyl ester;

N-{(3S)-1-[(1S,2R,4R)-2-Benzenesulfonylmethyl-4(R)-(isopropyl-propyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

(±) 1-[(1S*,2R*,4R*)-4-Isopropylamino-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-4-(3-trifluoromethyl-phenyl)-5,6-dihydro-1H-pyridin-2-one;

(±) 1-[(1S*,2R*,4R*)-4-Isopropylamino-2-(4-benzenesulfonylmethyl)-cyclohexyl]-4-(3-trifluoromethyl-phenyl)-5,6-dihydro-1H-pyridin-2-one;

(±) 1-[(1S*,2R*,4R*)-4-Isopropylmethylamino-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-4-(3-trifluoromethyl-phenyl)-5,6-dihydro-1H-pyridin-2-one;

(±) 1-[(1S*,2R*,4R*)-4-Amino-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-4-(3-trifluoromethoxyphenyl)-5,6-dihydro-1H-pyridin-2-one;

(±) 1-[(1S*,2R*,4R*)-4-Isopropylamino-2-(4-methylsulfanyl-benzenesulfonylmethyl)-cyclohexyl]-4-(3-trifluoromethoxyphenyl)-5,6-dihydro-1H-pyridin-2-one;

(±) 1-[(1S*,2R*,4R*)-4-Isopropylamino-2-(4-benzenesulfonylmethyl)-cyclohexyl]-4-(3-trifluoromethyl-phenyl)-piperidin-2-one;

(S)-3-(3-(trifluoromethyl)benzylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-((4-(methylthio)phenylsulfonyl)methyl)cyclohexyl)pyrrolidin-2-one;

3(R)-(3-(trifluoromethyl)phenethyl)-1-((1S,2R,4R/S)-4-(isopropylamino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one trifluoroacetate

3(S)-(3-(Trifluoromethyl)phenethyl)-1-((1S,2R,4R/S)-4-(isopropylamino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one trifluoroacetate

N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxoazepan-3-yl)-3-(trifluoromethyl)benzamide;

N-((S)-1-((1S,2R,4R)-4-(dimethylamino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopiperidin-3-yl)-3-(trifluoromethyl)benzamide;

(R*)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-((2-(3-(trifluoromethyl)phenyl)-1,3-dioxolan-2-yl)methyl)pyrrolidin-2-one;

(S*)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-((2-(3-(trifluoromethyl)phenyl)-1,3-dioxolan-2-yl)methyl)pyrrolidin-2-one;

(S*)-3-(2-oxo-2-(3-(trifluoromethyl)phenyl)ethyl)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(R*)-3-(2-oxo-2-(3-(trifluoromethyl)phenyl)ethyl)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(R*)-3-(2-hydroxy-2-(3-(trifluoromethyl)phenyl)ethyl)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S*)-3-(2-hydroxy-2-(3-(trifluoromethyl)phenyl)ethyl)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

((S*)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(-2-(methoxyimino)-2-(3-(trifluoromethyl)phenyl)ethyl)pyrrolidin-2-one;

((R*)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(-2-(methoxyimino)-2-(3-(trifluoromethyl)phenyl)ethyl)pyrrolidin-2-one;

1-((1S*,2R*,4R*)-4-(amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)pyrrolidin-2-one;

1-((1S*,2R*,4R*)-4-(isopropylamino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)pyrrolidin-2-one;

1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)pyrrolidin-2-one;

1-((1S*,2R*,4R*)-4-(isopropyl(ethyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)pyrrolidin-2-one;

1-((1S*,2R*,4R*)-4-(Diethylamino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)-1H-benzo[d]imidazol-2-yl)pyrrolidin-2-one;

1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(naphthalen-1-ylamino)pyrrolidin-2-one;

3-(Benzo[b]thiophen-3-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6-chloroquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6,8-dichloroquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

3,5-Dichloro-N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)benzamide;

N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethoxy)benzamide;

3-((E)-3(R*)-(trifluoromethyl)styryl)-1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

1-((1S*,2R*,4R*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3(R*)-((E/Z)-2-(3-(trifluoromethyl)phenyl)prop-1-enyl)pyrrolidin-2-one;

N-(1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3(R)-yl)benzamidede;

N-((S)-1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-3,5-bis(trifluoromethyl)benzamide;

2-Amino-N-(1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3(R)-yl)-5-(trifluoromethoxy)benzamide;

(R)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(6-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;

(S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(6-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;

(R)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;

(S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;

3-(2-(Phenyl)phenylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

3-(3,5-Bis(trifluoromethyl)phenylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(2-(trifluoromethyl)phenylamino)pyrrolidin-2-one;

1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(2-methoxyphenylamino)pyrrolidin-2-one;

1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(3-(trifluoromethyl)phenylamino)pyrrolidin-2-one;

1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(4-(trifluoromethyl)phenylamino)pyrrolidin-2-one;

3-Chloro-N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)benzamide;

3-Fluoro-N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-5-(trifluoromethyl)benzamide;

tert-Butyl (1R,3R,4S)-4-((S)-2-oxo-3-(3-(trifluoromethyl)benzamido)pyrrolidin-1-yl)-3-(phenylsulfonylmethyl)cyclohexylcarbamate;

N-((S)-2-Oxo-1-((1S,2R,4R)-4-(phenylamino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

N-(2-Oxo-1-((1S,2R,4R)-2-(phenylsulfonylmethyl)-4-(pyridin-4-ylamino)cyclohexyl)pyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

N-(2-Oxo-1-((1S,2R,4R)-2-(phenylsulfonylmethyl)-4-(thiazol-2-ylamino)cyclohexyl)pyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

Methyl (1R,3R,4S)-4-((S)-2-oxo-3-(3-(trifluoromethyl)benzamido)pyrrolidin-1-yl)-3-(phenylsulfonylmethyl)cyclohexylcarbamate;

N-((S)-1-((1S,2R,4R)-4-Formamido-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

1-((1R,3R,4S)-4-((S)-2-Oxo-3-(3-(trifluoromethyl)benzamido)pyrrolidin-1-yl)-3-(phenylsulfonylmethyl)cyclohexyl)urea;

1-Methyl-3-((1R,3R,4S)-4-((S)-2-oxo-3-(3-(trifluoromethyl)benzamido)pyrrolidin-1-yl)-3-(phenylsulfonylmethyl)cyclohexyl)urea;

N-((S)-2-Oxo-1-((1S,2R,4R)-4-(2-oxopyrrolidin-1-yl)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

N-((S)-1-((1S,2R,4R)-4-(1,1-dioxido-isothiazolidin-2-yl)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

N-((S)-1-((1S,2R,4R)-2-((4-Chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-fluoro-5-(trifluoromethyl)benzamide;

3-Chloro-N-((S)-1-((1S,2R,4R)-2-((4-chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)benzamide;

N-((S)-1-((1S,2R,4R)-2-((4-chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)-3,5-bis(trifluoromethyl)benzamide;

tert-Butyl 2-(((S)-1-((1S,2R,4R)-2-((4-chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)carbamoyl)-4-(trifluoromethoxy)phenylcarbamate;

2-Amino-N-((S)-1-((1S,2R,4R)-2-((4-chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)-5-(trifluoromethoxy)benzamide;

N-((S)-1-((1S,2R,4R)-2-((4-Chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethoxy)benzamide;

N-((S)-1-((1S,2R,4R)-2-((4-Chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

3,5-Dichloro-N-((S)-1-((1S,2R,4R)-2-((4-chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)benzamide;

3-Chloro-N-((S)-1-((1S,2R,4R)-2-((4-chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)benzamide N-Oxide;

N-((S)-1-((1S,2R,4R)-2-((4-Chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethyl)benzamide N-Oxide;

N-((S)-1-((1S,2R,4R)-2-((4-Chlorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-fluoro-5-(trifluoromethyl)benzamide N-Oxide;

N-((S)-1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethyl)benzamide N-Oxide;

N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-((4-isopropylphenylsulfonyl)methyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(o-tolylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

N-((S)-1-((1S,2R,4R)-2-((4-Fluorophenylsulfonyl)methyl)-4-(isopropyl(methyl)amino)cyclohexyl)-2-oxopyrrolidin-3-yl)-3-(trifluoromethyl)benzamide;

3-Chloro-N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(tosylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)benzamide;

2-Amino-N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(tosylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-5-(trifluoromethoxy)benzamidemide;

1-[(1*S*, 2*R*, 4*R*)-(4-Amino-2-benzenesulfonyl-methylcyclohexyl)-4-(3-trifluoromethylphenyl)]-5,6-dihydro-1H-pyridin-2-one;

1-([(1*S*, 2*R*, 4*R*)-2-benzenesulfonylmethyl-4-isopropylamino-cyclohexyl)-4-(3-trifluoromethylphenyl)-5,6-dihydro-1H-pyridin-2-one;

1-[(1*S*, 2*R*, 4*R*)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)cyclohexyl]-4-(3-trifluoromethyl-phenyl)-5,6-dihydro-1H-pyridin-2-one;

1-[(1*S*, 2*R*, 4*R*)-2-benzenesulfonylmethyl-4-(isopropyl-ethyl-amino)cyclohexyl]-4-(3-trifluoromethyl-phenyl)-5,6-dihydro-1H-pyridin-2-one;

1-[1S, 2R, 4R)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-

trifluoromethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(7-chloro-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(2,6-dichloro-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-dimethylamino-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-hydroxy-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-trifluoromethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-thieno[3,2-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-2-trifluoromethyl-thieno[3,2-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-pyrrolo[2,1-f][1,2,4]triazin-4-ylamino)-pyrrolidin-2-one;

(3S)-3-(6-Adamantan-1-yl-pyrrolo[2,1-f][1,2,4]triazin-4-ylamino)-1-[(1S,2R,4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-pyrrolidin-2-one;

3-Methyl-2-phenyl-3H-imidazole-4-carboxylic acid {(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-amide;

1-Methyl-2-phenyl-1H-imidazole-4-carboxylic acid {(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-amide;

3-Benzyl-2-phenyl-3H-imidazole-4-carboxylic acid {(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-amide;

1-Benzyl-2-phenyl-1H-imidazole-4-carboxylic acid {(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-amide;

2-Phenyl-3H-imidazole-4-carboxylic acid {(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-amide;

Preparation of 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6,7-dimethoxy-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-fluoro-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-methyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-phenyl-thieno[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-propyl-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-isopropyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(2-tert-butyl-6-chloro-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-methyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-ethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

N-{(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2,5-dioxo-pyrrolidin-3-yl}-3-trifluoromethyl-benzamide;

N-{(3S)-1-[-(1S,2R,4R)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-4-adamantan-1-yl-1H-pyrrole-2-carboxamide;

N-{(3S)-1-[-(1S,2R,4R)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-4-adamantan-1-yl-1-methyl-1H-pyrrole-2-carboxamide;

1-[(1S, 2R, 4R)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-pyrimido[5,4-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

5-Bromo-2-tert-butyl-pyrimidine-4-carboxylic acid {(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-amide;

2-tert-Butyl-pyrimidine-4-carboxylic acid {(3S*)-1-[(1S*, 2R*, 4R*)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-amide;

2-tert-Butyl-5-phenyl-pyrimidine-4-carboxylic acid {(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-amide;

N-{(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-tert-butyl-benzamide;

N-{(3S)-1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-3-yl}-3-bromo-5-tert-butyl-benzamide;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]- (3S)-3-(6-chloro-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-trifluoromethyl-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-trifluoromethoxy-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-methylamino-quinazolin-4-ylamino)-pyrrolidin-2-one;

(3S)-3-(6-Fluoro-quinazolin-4-ylamino)-1-[(1S, 2R, 4R)-4-(isopropyl-methyl-amino)-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-pyrrolidin-2-one;

N-{1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-2-oxo-pyrrolidin-(3S)-3-yl}-2-chloro-5-trifluoromethyl-benzamide;

(S)-3-(6-Bromoquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6,7-Difluoroquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6-Methoxyquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(quinazolin-4-ylamino)pyrrolidin-2-one;

3-Phenyl-N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)benzamide;

(S)-3-(6-Iodoquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

3-Tert-butyl-4-hydroxy-N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)benzamide;

3-Amino-5-tert-butyl-N-((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)thiophene-2-carboxamide;

N-((S)-1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-2-methyl-5-phenylfuran-3-carboxamide;

N-((S)-1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-5-nitrofuran-2-carboxamide; and

N-((S)-1-((1S,2R,4R)-4-(Isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-2-oxopyrrolidin-3-yl)-4-phenylthiophene-2-carboxamide.

19. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

20. A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

21. A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

22. A method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

23. A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, rheumatoid arthritis, restinosis, organ transplantation, and cancer.

24. The method for treating disorders, of claim 23, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple

sclerosis, artherosclerosis, rheumatoid arthritis restinosis, organ transplantation, and cancer.

25. The method for treating disorders, of claim 24, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, rheumatoid arthritis restinosis, organ transplantation, and cancer.

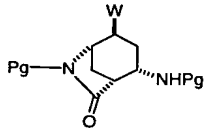
26. The method for treating disorders, of claim 25, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

27. A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

28. A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

29. The method for treating disorders, of claim 25, wherein said disorders being selected from restinosis, organ transplantation, and cancer.

30. A compound of Formula (II)



(II)

wherein

W is selected from H, I, and Br;

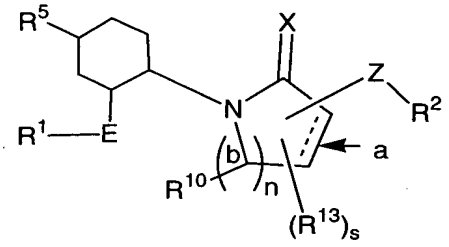
Pg, at each occurrence, is independently selected from an amine protecting group.

31. The compound of claim 30, wherein

W is selected from H, I, and Br; and

Pg, at each occurrence, is independently selected from benzyloxycarbonyl (Cbz) and tert-butyloxycarbonyl (Boc).

32. A process for preparing a compound of Formula (Ia)



(Ia)

or salt or stereoisomer thereof: wherein

E is selected from $-S(O)_pCHR^e-$, $-CHR^eNR^e-$, $-C(O)-NR^e-$, $-NR^eC(O)NR^e-$, $-SO_2-NR^e-$, and $-NR^eSO_2NR^e-$;

R^e is independently selected from H and C_{1-3} alkyl;

X is selected from O or S;

Z is selected from a bond, $-NR^8C(O)-$, $-NR^8C(S)-$, $-NR^8C(O)NH-$, $-NR^8C(S)NH-$, $-NR^8SO_2-$, $-NR^8SO_2NH-$, $-C(O)NR^8-$, $-OC(O)NR^8-$, $-NR^8C(O)O-$, $-(CR^{15}R^{15})_1-$, $-CR^{14}=CR^{14}-$, $-CR^{15}R^{15}C(O)-$, $-C(O)CR^{15}R^{15}-$, $CR^{15}R^{15}C(=N-OR^{16})-$, $-O-CR^{14}R^{14}-$, $-CR^{14}R^{14}-O-$, $-O-$, $-NR^9-$, $-NR^9-CR^{14}R^{14}-$, $-CR^{14}R^{14}-NR^9-$, $-S(O)_p-$, $-S(O)_p-CR^{14}R^{14}-$, $-CR^{14}R^{14}-S(O)_p-$, and $-S(O)_p-NR^9-$;

wherein neither Z nor R^{13} are connected to a carbon atom labeled (b);

bond (a) is a single or double bond;

alternatively, when n is equal to 2, two atoms labeled (b) may join through a double bond;

R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^6 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^6;

R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^7 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^7;

R^5, at each occurrence, is independently selected from H, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{5d}$, $(CRR)_rSR^{5d}$, $(CRR)_rNR^{5a}R^{5a}$, $(CRR)_rN(\rightarrow O)R^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)R^{5b}$, $(CRR)_rOC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)OR^{5d}$, $(CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)H$, $(CRR)_rOC(O)R^{5b}$, $(CRR)_rS(O)_pR^{5b}$, $(CRR)_rS(O)_2NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}S(O)_2R^{5b}$, $(CRR)_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, and a $(CRR)_r$-5-10 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-3 R^{5e}, C_{3-8} alkenyl substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{5e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{5f}R^{5f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{5b}$, $(CH_2)_rC(O)NR^{5f}R^{5f}$, $(CH_2)rOC(O)NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}C(O)R^{5b}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rNR^{5f}C(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{5b}$, $(CH_2)_rC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_pR^{5b}$, $(CH_2)_rNHC(=NR^{5f})NR^{5f}R^{5f}$, $(CH_2)_rS(O)_2NR^{5f}R^{5f}$, $(CH_2)_rNR^{5f}S(O)_2R^{5b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{5e};

R^{5d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-2 R^{5e}, C_{3-8} alkenyl

substituted with 0-2 R^{5e}, C_{3-8} alkynyl substituted with 0-2 R^{5e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$phenyl;

R^{5f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, -CN, and $(CH_2)_r$phenyl;

R, at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{5e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{5e};

R^6, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{6d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{6d}$, $(CR'R')_rSC(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{6b}$, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rC(O)NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)O(CR'R')_rR^{6d}$, $(CR'R')_rOC(O)(CR'R')_rR^{6b}$, $(CR'R')_rOC(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(O)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{6f}C(O)O(CR'R')_rR^{6b}$, $(CR'R')_rC(=NR^{6f})NR^{6a}R^{6a}$,

$(CR'R')_rNHC(=NR^{6f})NR^{6f}R^{6f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{6f}S(O)_2(CR'R')_rR^{6b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R')_r$phenyl substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a}, at each occurrence, is selected from H, methyl substituted with 0-1 R^{6g}, C_{2-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{6e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6b}, at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-2 R^{6e}, C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{6e}, C_{3-8} alkynyl substituted with 0-2 R^{6e}, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{2-4} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a

$(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^{6f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{6g} is independently selected from $-C(O)R^{6b}$, $-C(O)OR^{6d}$, $-C(O)NR^{6f}R^{6f}$, and $(CH_2)_r$phenyl;

R^7, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CR'R')_rNR^{7a}R^{7a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{7d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{7d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)O(CR'R')_rR^{7d}$, $(CR'R')_rOC(O)(CR'R')_rR^{7b}$, $(CR'R')_rOC(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}(CR'R')_rR^{7a}$, $(CR'R')_rNR^{7f}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rC(=NR^{7f})NR^{7a}R^{7a}$, $(CR'R')_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{7b}$, $(CR'R')_rS(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}S(O)_2NR^{7a}R^{7a}$, $(CR'R')_rNR^{7f}S(O)_2(CR'R')_rR^{7b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CR'R')_r$ C_{3-10} carbocyclic residue and $(CR'R')_r$phenyl substituted with 0-3 R^{7e};

alternatively, two R^7 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{7a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{7g}, C_{2-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7b}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{7e}, C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{7e}, C_{3-8} alkynyl substituted with 0-2 R^{7e}, methyl, CF_3, C_{2-4} haloalkyl, C_{2-6} alkyl substituted with 0-3 R^{7e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $C(O)OC_{1-5}$ alkyl, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{7g} is independently selected from $-C(O)R^{7b}$, $-C(O)OR^{7d}$, $-C(O)NR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R', at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{6e}, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{6e};

R^8 is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

R^9 is selected from H, C_{1-4} alkyl, C_{3-4} cycloalkyl, $-C(O)H$, and $-C(O)-C_{1-4}$alkyl;

R^{10} is independently selected from H, and C_{1-4}alkyl substituted with 0-1 R^{10b}, alternatively, two R^{10} form =O;

R^{10b}, at each occurrence, is independently selected from $-OH$, $-SH$, $-NR^{10c}R^{10c}$, $-C(O)NR^{10c}R^{10c}$, and $-NHC(O)R^{10c}$;

R^{10c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{14}, at each occurrence, is independently selected from H and C_{1-4}alkyl;

alternatively, two R^{14}s, along with the carbon atom to which they are attached, join to form a C_{3-6} carbocyclic ring;

R^{15}, at each occurrence, is independently selected from H, C_{1-4}alkyl, OH, NH_2, -O-C_{1-4} alkyl, $NR^{15a}R^{15a}$, $C(O)NR^{15a}R^{15a}$, $NR^{15a}C(O)R^{15b}$, $NR^{15a}C(O)OR^{15d}$, $OC(O)NR^{15a}R^{15a}$, and $(CHR)_rC(O)OR^{15d}$;

alternatively, two R^{15}s, along with the carbon atom or atoms to which they are attached, join to form a C_{3-6} carbocyclic ring;

R^{15a}, at each occurrence, is independently selected from H, and C_{1-4} alkyl;

R^{15b}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{3-6} alkenyl, and C_{3-6} alkynyl;

R^{15d}, at each occurrence, is independently selected from C_{1-4} alkyl, C_{3-6} alkenyl, and C_{3-6} alkynyl;

R^{16} is selected from C_{1-4} alkyl;

l is selected from 1, 2 and 3;

n is selected from 0, 1, 2, and 3;

p, at each occurrence, is independently selected from 0, 1, and 2;

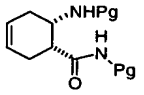
q, at each occurrence, is independently selected from 1, 2, 3, and 4;

r, at each occurrence, is independently selected from 0, 1, 2, 3, and 4;

s is selected from 0 and 1; and

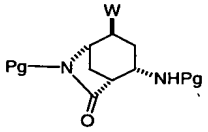
t, at each occurrence, is independently selected from 2, 3, and 4;

the steps comprising reacting a compound of Formula IV,



(IV)

with an electrophile and base to give a compound of Formula II;



(II)

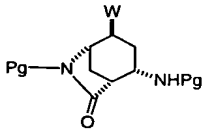
wherein

W is selected from H, I, and Br;

Pg, at each occurrence, is independently selected from an amine protecting group;

reacting a compound of Formula II to give the compound of Formula (Ia).

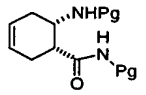
33. A process for preparing a compound of Formula (II)



(II)

or salt or stereoisomer thereof,

comprising reacting a compound of Formula (IV)



(IV)

with an electrophile and a base,

wherein

W is selected from I and Br;

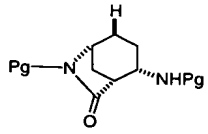
Pg, at each occurrence, is independently selected from an amine protecting group.

34. The process of claim 33 wherein

the electrophile is selected from iodine, bromine, N-bromo-succimide, and N-iodosuccinimide; and

the base is selected from n-butyl lithium, lithium diisopropylamide (LDA), sodium hydride, lithium bis(trimethylsilyl)amide, potassium bis(trimethylsilyl)amide, sodium bis(trimethylsilyl)-amide, and Li-Al(O-tButyl)$_4$.

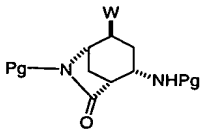
35. A process for preparing a compound of Formula (IIa)



(IIa)

or salt or stereoisomer thereof,

comprising reduction of a compound of Formula (II) with a reducing agent;



(II)

wherein W is selected from I and Br , and

Pg, at each occurrence, is independently selected from an amine protecting group.

36. The process of claim 35, wherein the reducing agent is selected from tris-(trimethylsilyl)silane, zinc metal, tributyltin hydride and AIBN.